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JAN 14 '02

10-38 AM



January 10, 2002

SURFACE TRANSPORTATION BOARD

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 18, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **PERDUE FARMS, INC.**
Old Ocean City Highway, P.O.Box 1537, Salisbury, MD 21801

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **PERDUE FARMS, INC.**, covering 56 hopper railcars with reporting marks and numbers — CEFX 15120 – CEFX 151631, NOT INCLUSIVE.

Please file this memorandum as a **PRIMARY** document and return one (1) stamped copy to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
Research/Development Coordinator

MEMORANDUM OF RAILCAR LEASE JAN 14 '02

10-30 AM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this ~~SURFACE TRANSPORTATION BOARD~~ ^{December}, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and PERDUE FARMS, INC., a ~~Maryland~~ corporation, with an address at Old Ocean City Highway, P.O. Box 1537, Salisbury, MD 21801 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of 10/01/01 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

PERDUE FARMS, INC.

By: Richard L. Willey
Name: Richard L. Willey
Title: President & GM G&O Division

SCHEDULE A

Quantity
56

Equipment Description
4750 c.f. covered hopper railcars
with gravity gates and trough
hatches.

Car Marks and Numbers

1	CEFX	15120
2	CEFX	15281
3	CEFX	15380
4	CEFX	15654
5	CEFX	15656
6	CEFX	17135
7	CEFX	17172
8	CEFX	18871
9	CEFX	18883
10	CEFX	18896
11	CEFX	18906
12	CEFX	18908
13	CEFX	18913
14	CEFX	18914
15	CEFX	18915
16	CEFX	151460
17	CEFX	151487
18	CEFX	151492
19	CEFX	151495
20	CEFX	151500
21	CEFX	151503
22	CEFX	151505
23	CEFX	151513
24	CEFX	151515
25	CEFX	151520
26	CEFX	151524
27	CEFX	151525
28	CEFX	151530

29	CEFX	151533
30	CEFX	151535
31	CEFX	151536
32	CEFX	151539
33	CEFX	151546
34	CEFX	151550
35	CEFX	151551
36	CEFX	151553
37	CEFX	151556
38	CEFX	151565
39	CEFX	151568
40	CEFX	151569
41	CEFX	151571
42	CEFX	151575
43	CEFX	151576
44	CEFX	151578
45	CEFX	151580
46	CEFX	151584
47	CEFX	151585
48	CEFX	151586
49	CEFX	151590
50	CEFX	151592
51	CEFX	151597
52	CEFX	151599
53	CEFX	151614
54	CEFX	151615
55	CEFX	151620
56	CEFX	151631